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GREATERCHINA PROFESSIONAL SERVICES LIMITED

漢華專業服務有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8193)

HEADS OF TERMS IN RELATION TO A PROPOSED ACQUISITION

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board is pleased to announce that on 13 October 2016 (after trading hours of the Stock Exchange), the Consortium and the Vendor entered into the Heads of Terms in relation to the Proposed Acquisition.

The Board would like to emphasise that no legally binding agreement in relation to the Proposed Acquisition has been entered into by the Company or the Consortium as at the date of this announcement (save as to the provisions relating to, among other thing, the exclusivity, costs, confidentiality and governing law). As the Proposed Acquisition may or may not materialise, Shareholders and potential investors are advised to exercise caution when dealing in the shares and other securities of the Company.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the SFO.

The Board is pleased to announce that on 13 October 2016 (after trading hours of the Stock Exchange), the Consortium and the Vendor entered into Heads of Terms in relation to the Proposed Acquisition.

THE HEADS OF TERMS

Date: 13 October 2016

Parties:

(a) Vendor: Allamhouse Limited

(b) Purchaser: The Consortium

* *For identification purpose only*

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Vendor and its ultimate beneficial owners are Independent Third Parties.

Assets to be acquired

Pursuant to the Heads of Terms, it is proposed that the Consortium will acquire, and the Vendor will sell, the entire equity interest in the Target Group.

Consideration

The consideration for the Target Group is £130,000,000 (approximately HK\$1,270,000,000).

Conditions precedent

Completion of the Proposed Acquisition is conditional upon, among other conditions, the obtaining of the consent of The Football Association Premier League as regards to the transaction contemplated by the Heads of Terms.

INFORMATION ON THE TARGET GROUP

The Target Group carries on the business of professional football in the English Premier League in the name of Hull City Association Football Club.

REASONS FOR THE PROPOSED ACQUISITION

The Company is an investment holding company. The Group is principally engaged in the provision of (i) asset appraisal and asset advisory services; (ii) corporate services and consultancy services; (iii) media advertising services; and (iv) financial services.

The Board believes that the acquisition of the Target Group would open up numerous opportunities for the Group to expand and diversify its business and revenue stream, especially in the PRC media advertising and related market. For example, following completion of the Proposed Acquisition, the Group could distribute and market Hull City Association Football Club products and apparels and the Group would in conjunction with this, develop chainstore franchising, merchandising, media operations, all in line and complimentary with the current business of the Group. The Directors believe that the Proposed Acquisition can create unparalleled opportunities for the Group in the media advertising and related fields, especially in the PRC.

GENERAL

The Proposed Acquisition, if materialised, may constitute a notifiable transaction of the Company under Chapter 17 of the GEM Listing Rules. Further announcement(s) in relation to the Proposed Acquisition will be made by the Company as and when appropriate in accordance with the GEM Listing Rules.

The Board would like to emphasise that no legally binding agreement in relation to the Proposed Acquisition has been entered into by the Company or the Consortium as at the date of this announcement (save as to the provisions relating to, among other thing,

the exclusivity, costs, confidentiality and governing law). As the Proposed Acquisition may or may not materialise, Shareholders and potential investors are advised to exercise caution when dealing in the shares and other securities of the Company.

DEFINITIONS

In this announcement, the following words and expressions shall have the meanings set out below, unless the context otherwise requires:

“Board”	the board of Directors;
“Camsing Global”	located at Tower 2, 12 floor, Tian An Tech Building, #555 Pan Yu North Avenue, Pan Yu District, Guang Zhou, 511400, a limited company registered under the law of the PRC;
“Company”	GreaterChina Professional Services Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM (stock code: 8193);
“Consortium”	the Company and Camsing Global;
“Directors”	the directors of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries;
“Heads of Term”	the heads of terms dated 13 October 2016 entered into between the Vendor and the Consortium;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Third Party(ies)”	independent third party(ies) who is/are independent of and not connected with the Company and the connected person(s) (as defined in the GEM Listing Rules) of the Company;
“PRC”	the People’s Republic of China, and for the purpose of this announcement and for geographical reference only, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan;
“Proposed Acquisition”	the proposed acquisition by the Consortium of the entire issued share capital of the Target Group;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

“Shareholders”	holders of the shares of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Target Group”	Hull City Tigers Limited, a company incorporated in United Kingdom with limited liability (company registered number: 4032392) and Superstadium Holdings Limited, a company incorporated in the United Kingdom with limited liability (company registered number: 6181187); and
“Vendor”	Allamhouse Limited, a company incorporated in the United Kingdom with limited liability (company registered number: 07042898).

By order of the Board
GreaterChina Professional Services Limited
Ip Kwok Kwong
Executive Director

Hong Kong, 13 October 2016

As at the date of this announcement, the Board comprises Mr. Ip Kwok Kwong (Managing Director), Mr. Yip Chung Wai, David and Mr. Wu Di as executive Directors; Ms. Ma Lin as non-executive Director; and Mr. Tso Ping Cheong, Brian (Chairman), Mr. Chu Siu Lun, Ivan and Mr. So Chung Shing as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the website of GEM (www.hkgem.com) for at least 7 days from its date of publication and on the website of the Company at www.gca.com.hk.